

Bylaws of the Deep Creek Civic Association, Inc.

As Amended February 1, 2001

A Florida Corporation Not For Profit

Pursuant to Section 617.10 Florida Statutes, and the Articles of Incorporation of the Association, Inc., hereby adopts the following Bylaws for the conduct of its affairs:

1. Name: The name of this Association shall be Deep Creek Civic Association, Inc. A Florida corporation not for profit hereinafter referred to as such.

2. Area Included: The Area referred to as Deep Creek for the purpose of this Association shall include that land east of both Kings Highway and 1-75, north of Harborview Drive, west of the DeSoto Canal and along Sandhill Blvd. to Paramaribo St. and lands west of that, and south of the DeSoto County line, as outlined in the accompanying map.

3. Object: The object of the Association shall be the furtherance of the objectives stated in the Articles of incorporation, and any activity necessary or convenient to the accomplishment of those goals and purposes.

4. Membership: All residents and/or property owners in Deep Creek subdivision as defined in Section 2 shall be eligible for membership in the Association in accordance with Rules and Regulations established by the Board of Directors of the Association.

5. Voting: All members in good standing shall be eligible to vote in any regular or special meeting of the Association. Members shall be considered in good standing upon payment of annual dues then currently due. There shall be one (1) vote per member dwelling unit or real property owner. In the case of multi-family and multi-property ownership, individual multifamily and multi-property ownership, individual multi-family unit owners are entitled to one (1) vote. A person owning more than one lot is assessed only one (1) membership fee and has only one (1) vote. Multi-family projects under ownership of developers/owners are assessed only one membership fee and have only one (1) vote.

6. Dues: Annual dues shall be set by the Board of Directors, and shall be due and payable by January 1st of each year. New residents becoming members during the second half of any year may pay one-half of the then prevailing dues for the remainder of the then-current year. Then they will pay full dues beginning each January thereafter. There shall be no prorating of dues, except during Membership Drives, when the Board of Directors shall have the prerogative to establish reduced rates, for a given period of time, in order to attract new members. There shall be no prorating or refund of dues for any reason on termination in the Association. The Membership Chairperson shall give any member whose dues

are not paid by January 1st of any year notice of such non-payment. If any member's dues remain unpaid for a period of 15 days following the giving of such notice, the delinquent member's name shall be dropped from the membership rolls of the Association.

7. Officers: Officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors of the Association. The officers of the Association shall be President, Vice President, Secretary and Treasurer.

8. Duties of Officers:

A. Duties of the President. The President shall preside at all meetings of the members and all meetings of the Board of Directors of the Association. Subject to approval of the Board of Directors, the President shall appoint committee Chairmen and other persons as are deemed necessary to the effective exercise of duties of the office as Chief Executive Officer and for the effectuation of the purposes stated in the Articles of Incorporation and Bylaws of the Association. The President shall be an ex officio member of all committees.

B. Duties of Vice President. The Vice President shall serve in the absence of the President, and shall carry out such further duties and have such further responsibilities as are assigned by the President.

C. Duties of the Secretary. The Secretary shall record and maintain minutes of all regular and special meetings of the members and of the Board of Directors of the Association, and shall be responsible for all correspondence and notices of meetings of the Association.

D. Duties of Treasurer. The Treasurer shall be the custodian of all funds of the Association, shall keep an itemized account of all receipts and expenditures and shall give a complete report as to such receipts and expenditures as requested at all membership meetings and Board of Directors meetings. The Treasurer shall disburse funds of the Association in accordance with policies to be established by the Board of Directors, which policies shall include a provision that the Treasurer be authorized to make payment of any single capital or expense item specifically approved by the Board of Directors or in the current approved operating budget. The Treasurer shall not make payment of any capital or expense item, which does not meet these requirements. The Board of Directors may hire additional persons to assist the Treasurer in his or her duties as it deems advisable, and will conduct a review of the books and records of the Association at any time but not less than once a year. The Treasurer shall cooperate in any such audit.

9. Vacancies: In the event the President leaves office prior to the end of the term, the Vice President will assume the role of President for the remainder of the term. A vacancy in any

other Office of the Board of Directors shall be filled by a vote of the Board of Directors. A vacancy on the Board of Directors shall be filled by appointment by the remaining Directors for the remainder of the term of the removed or resigned Director's service.

10. Number of Directors: The number of Directors of the Association shall be any odd number in excess of five (5) and no more than eleven (11). Directors shall serve terms of two (2) years.

11. Board of Directors: The Board of Directors of the Association shall manage all its affairs, and shall have all of the powers described in Chapter 607 and Chapter 617 Florida Statutes, except where inconsistent with the tax exempt purposes for which the Association is formed.

12A. Meeting of Directors: The Board of Directors shall conduct its organizational meeting as soon as possible following the meeting of members at which any new Director is elected. The Directors shall meet as often as they deem necessary or convenient to the exercise of their powers, but not less often than quarterly. Meetings of Directors shall be open to the membership of the Association, and notice of said meeting shall be published in the Association Newsletter at least 14 days prior to the meeting, except in an emergency.

12B. Attendance: Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without an expressed reason in advance, or for reasons unacceptable to the other members of the Board, could cause the Board to take action to replace that director. A unanimous vote of other members of the Board, favoring removal action is required if a resignation is not forthcoming. In the event of a resignation or dismissal, the Board of Directors may appoint a replacement to complete the unexpired term of a departing Board member.

13. Meetings of Members: There shall be an annual meeting of members to be conducted in the month of November of each year, the exact date, time, and location shall be determined by the Board of Directors. The Secretary shall give notice of meetings to members not less than 14 days in advance of the meeting. This notice shall be deemed given when published in the Association Newsletter and mailed to the address of the member as reflected on the books of the Association. No defect in notice of meeting shall invalidate any action taken at such meeting. Additional General Meetings may be scheduled by the Board.

14. Election of Directors: Directors shall be nominated by a Nominating Committee composed of three (3) persons, not Directors, who shall be selected by the President. The Nominating Committee shall propose a slate of Directors for the coming year, and notice of the proposed slate of Directors

shall be mailed to each member with the notice of the annual meeting. Directors shall be elected, and may be recalled, by a majority vote of the voting members of the Association. Absentee Ballots shall be available for the purpose of voting for Directors of the Association. Absentee Ballots can be obtained from the chairman of the Membership Committee, and must be received by the Association no later than two (2) days before the meeting to elect Directors. Nominations will be accepted from the floor the evening of the General Meeting.

15. Special Meetings: The Board of Directors may call, and the Secretary of the Association, upon receipt of a petition by not less than 10% of the voting members of the Association, shall call a special meeting of members. The notice of this meeting must be given at least 14 days prior to the conduct of the meeting, and the notice shall clearly state the matters to be brought before the membership at such meeting. Notice of this meeting shall be published in the Newsletter prior to stated meeting.

16. Amendments: The articles of Incorporation of the Association and these Bylaws may be amended by a vote of not less than two-thirds (2/3rds) of the voting members of the Association present at a regular meeting or at a special meeting duly called for that purpose. Notice of the substance of any proposed amendment shall be given with the notice of any meeting at which the amendment(s) will be considered. Amendments to the Bylaws shall be effective on adoption, and amendments to the Articles of Incorporation shall be effective on filing Articles of Amendment with the Secretary of State of the State of Florida.

17. Quorum: A quorum at meetings of the members shall be 50 voting members of the Association. A quorum at Directors meetings shall consist of a majority of the Board of Directors, and Directors may attend the meetings by conference telephone if they so desire.

18. Rules of Procedure: Robert's Rules of Order, latest edition, shall be recognized as an authority governing conduct of the meetings of membership except where those Rules expressly conflict with provision of general law, the Article of Incorporation, these Bylaws or Rules and Regulations of the Association adopted pursuant hereto, in which case those authorities shall control.